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UNITED STATES BANKRUPTCY COURT

DIVISION OF
OIL, GAS AND MINING

FOR THE DISTRICT OF COLORADO

In re:)	
)	Case No. 01-23068-EEB
NORTH LILY MINING COMPANY, a Utah)	
corporation,)	Chapter 11
EIN: 87-0159350)	
)	
Debtor.)	
)	Case No. 01-23069-DEC
)	
XERES TINTIC, LLC,)	Chapter 11
EIN: 84-1528808)	
)	Jointly Administered Under
Debtor.)	Case No. 23068-EEB

MOTION TO SET RECORD DATE FOR SHAREHOLDER VOTING

The Debtors, North Lily Mining Company ("North Lily"), and Xeres Tintic, LLC ("Xeres") (collectively the "Debtors"), by and through their attorneys Kutner Miller Kearns, P.C., move the Court to set a record date for purposes of shareholder voting, and as grounds therefor states as follows:

1. The Debtors each filed for relief under Chapter 11 of the Bankruptcy Code on September 6, 2001, and the Debtors remain Debtors-in-Possession. The Debtors' cases are administratively joined.

2. The Debtors have filed a Joint Plan of Reorganization ("Joint Plan") and Joint Disclosure Statement. The Court held a hearing on the adequacy of the Debtors' Joint Disclosure Statement on August 5, 2002. The Debtors are preparing to mail their Plan and Disclosure Statement to creditors and interest holders.

3. The Debtors' shareholders will be voting on the Debtors' Joint Plan.

4. It is appropriate for the Court to set a record date for shareholders for purposes of voting on the Debtors' Plan. The record date will establish a date for determining which shareholders are entitled to vote on the Plan.


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5. The Debtors request that the Court set the record date as November 30, 2002. As such, all shareholders of record on November 30, 2002 will receive a ballot, and copy of the Plan and Disclosure Statement for purposes of voting.

WHEREFORE, the Debtors pray that the Court make and enter an Order designating a record date for shareholders for purposes of voting on the Debtors' Joint Plan of Reorganization as November 30, 2002, and for such further and additional relief as to the Court may appear proper.

Dated: November 12, 2002.

Respectfully submitted,

By: 
Lee M. Kutner, #10966
Jenny M.F. Fujii, #30091

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UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF COLORADO

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Debtor.)	Jointly Administered Under
)	Case No. 23068-EEB

ORDER DESIGNATING RECORD DATE FOR SHAREHOLDER VOTING

Upon consideration of the Debtors' Motion to Set Record Date for Shareholder Voting ("Motion"), the Court having considered the Motion and good cause being shown therefor, hereby

ORDERS

That the record date for shareholders for voting on the Debtors' Joint Plan of Reorganization is November 30, 2002. All shareholders of record on that date will be entitled to vote on the Debtors' Joint Plan of Reorganization.

DONE and entered this _____ day of November, 2002 at Denver, Colorado.

Judge Elizabeth E. Brown
United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF COLORADO

IN RE:

NORTH LILY MINING COMPANY, INC.,
a Utah corporation,
EIN: 87-0159350

Debtor.

Case No. 01-23068-EEB

Chapter 11

IN RE:

XERES TINTIC, LLC
EIN: 84-1528808

Debtor.

Bankruptcy No. 01-23069-EEB
Chapter 11

**Jointly Administered Under
Bankruptcy No. 01-23068-EEB
Chapter 11**

MOTION TO VACATE ORDER APPROVING CLAIMS AGENT

The Debtors, by and through their attorneys, Kutner Miller Kearns, P.C., move the Court to vacate its Order approving Donlin, Recano & Company, Inc. as the Debtors' claims agent, and as grounds therefor state as follows:

1. On September 18, 2002 the Debtors filed a Motion to Approve Claims Agent due to the Court's request. On October 1, 2002 the Court issued an Order Approving Claims Agent.
2. After discussion with the Court, the Debtors determined that a Claims Agent is not necessary for this case due to the small number of creditors and claims expected to be filed.
3. Removal of the Claims Agent in this jointly administered case will not prejudice creditors, interest holders, other parties interest or the Court.
4. The Debtors hereby withdraw their previous Motion to Approve Claims Agent, and request that the Court vacate its Order issued on October 1, 2002.

WHEREFORE, the Debtors pray that this Court vacate its Order Approving Claims Agent dated October 1, 2002, and for such further and additional relief as to this Court appears proper.

DATED: November 12, 2002

Respectfully submitted,

By: 

Jenny M.F. Fujii, #30091

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Judge Elizabeth E. Brown
United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
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NORTH LILY MINING COMPANY, INC.,)	
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EIN: 87-0159350)	
)	
<u>Debtor.</u>)	
IN RE:)	
)	Bankruptcy No. 01-23069-DEC
XERES TINTIC, LLC,)	
)	
EIN: 84-1528808)	Chapter 11
)	Jointly Administered Under
Debtor.)	Case No. 01-23069-EEB

RENEWED APPLICATION TO SET BAR DATE

The Debtors, by and through their attorneys Kutner Miller Kearns, P.C., make this renewed application to the Court pursuant to Bankruptcy Court Rule 3003(c) for the entry of an Order establishing a bar date by which time creditors must file a proof of claim, and as grounds therefor states as follows:

1. The Debtors filed their bankruptcy petition pursuant to Chapter 11 of the Bankruptcy Code on September 6, 2001 and the Debtors remains Debtors-in-Possession. The Debtors cases are being jointly administered by the Bankruptcy Court.
2. On August 22, 2002, the Debtors filed an Application to Set Bar Date for filing proofs of claim. The issue regarding the Bar Date, however, was been delayed due to the hiring of a claims agent to process the Debtors' proofs of claim. The Court issued an Order Approving Claims Agent on October 1, 2002. Subsequent to the Order, the Debtors have discussed with the Court the issue of the claims agent and the Debtors concluded that a claims agent is not necessary in this jointly administered case. The Debtors are filing a Motion to Vacate the Order Approving Claims Agent simultaneously with this renewed application.
3. The Debtors propose that the Court set the bar date for filing proofs of claim for the same date that the Court sets the deadline for voting on the Plan.

WHEREFORE, the Debtors pray that the Court make and enter an Order (1) establishing a bar date for the filing of proofs of claim on the same date as the deadline for voting on the Debtors' Plan; (2) authorizing the Debtors to provide notice of the Court's bar date in the form attached as Exhibit A; and (3) for such further and additional relief as to the Court may appear proper.

Dated: November 12, 2002.

Respectfully submitted,

By: 

Lee M. Kutner, #10966
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UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF COLORADO

IN RE:

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a Utah corporation,
EIN: 87-0159350

Debtor.

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) Bankruptcy No. 01-23068-EEB

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IN RE:

XERES TINTIC, LLC,
EIN: 84-1528808

Debtor.

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) Bankruptcy No. 01-23069-DEC

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) Chapter 11
) Jointly Administered Under
) Case No. 01-23069
)

NOTICE OF BAR DATE FOR FILING PROOFS OF CLAIM

TO ALL CREDITORS:

PLEASE TAKE NOTICE that the United States Bankruptcy Court for the District of Colorado, Honorable Elizabeth E. Brown has entered an Order dated _____, 2002 (the "Order") requiring that Proofs of Claim in the Debtor's Chapter 11 case be filed with the Court on or before _____, 2002 (the "Bar Date").

All persons and entities, except those persons or entities described in paragraphs A through C below, who assert a claim against the Debtor should file a Proof of Claim on or before the Bar Date. The Debtor has filed Schedules which set forth the amount of certain creditor claims and has scheduled certain claims as disputed, contingent or unliquidated. The Schedules may be amended from time to time prior to the Bar Date. Any creditor who relies on the Schedules filed by the Debtor has the responsibility for determining that their claim is accurately listed. The Schedules are available for inspection, during regular business hours, at the Office of the Clerk of the United States Bankruptcy Court, U.S. Custom House, 721 19th Street, First Floor, Denver, Colorado 80202-2502. To determine whether a claim has been listed as a disputed, contingent or unliquidated claim you should consult the Schedules.

All persons or entities who fail to file a Proof of Claim on or before the Bar Date shall be forever barred from voting upon, receiving distribution under or participating in any Plan of Reorganization of the Debtor and shall be forever barred from asserting any such claim against the Debtor, their successors, or assigns except that:

- A. Any person or entity who has already filed a Proof of Claim against the Debtor with the Clerk of the Court need not file a duplicate Proof of Claim;
- B. Any person or entity whose claim is not listed as disputed, contingent or unliquidated in the Debtor's Schedules as amended and who agrees with the classification and amount set forth in the Schedules need not file a Proof of Claim; and
- C. Holders of claims whose claims have previously been allowed by Order of the Court need not file Proofs of Claim.

ALL PERSONS AND ENTITIES OTHER THAN THOSE DESCRIBED IN PARAGRAPHS "A", "B" AND "C" ABOVE MUST FILE A PROOF OF CLAIM ON OR BEFORE THE BAR DATE OTHERWISE THEY SHALL BE FOREVER BARRED FROM VOTING UPON OR RECEIVING DISTRIBUTION UNDER OR PARTICIPATING IN ANY PLAN OF REORGANIZATION IN THIS CASE.

Acts or omissions of the Debtor prior to the Filing Date, including but not limited to Debtor's indemnifications and guarantees and services provided by the Debtor may give rise to claims against the Debtor notwithstanding the fact that such claims (or the injuries on which they are based) may be contingent or may not have occurred, matured or become fixed or liquidated prior to such date. Therefore, any creditor having a claim or potential claim against the Debtor, no matter how remote or contingent, must file a Proof of Claim on or before the Bar Date.

Proofs of claim shall conform substantially to the form approved by the Court, a copy of which is on file at the Office of the Clerk of the Bankruptcy Court and may also be obtained by telephoning (303) 844-4045. Proofs of claim must be filed by mailing each such proof of claim so that it is received on or before _____, 2002 addressed as follows:

Office of the Clerk
United States Bankruptcy Court
U.S. Custom House
721 19th Street, First Floor
Denver, Colorado 80202-2502

DATED: November ____, 2002.

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Attorneys for Debtor

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)
EIN: 84-1528808) Chapter 11
) Jointly Administered Under
Debtor.) Case No. 01-23069

ORDER ESTABLISHING BAR DATE

This matter having come before the Court on Debtor's Application to Set Bar Date, which requests that the Court set a date by which time Proofs of Claim must be filed, the Court having reviewed said Application, and finding good cause for granting the relief requested, does hereby

ORDER

1. That _____, 2002 is established as the final bar date for filing of any Proof of Claim in the captioned case and any claim filed after such date will be disallowed;

2. That the Notice of Bar Date for Filing Proofs of Claim attached to Debtor's application as Exhibit A is approved as the form of notice to be provided to creditors; and

3. That the Debtor shall provide a copy of the Notice of Bar Date for Filing Proofs of Claim to all known creditors by mail.

Done and entered this _____ day of November, 2002 at Denver, Colorado.

Judge Elizabeth E. Brown
United States Bankruptcy Judge